

**STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION**

IN THE MATTER OF:)	
)	S-03-089-03-CO01
BEAR, STEARNS & CO. INC.,)	
)	
Respondent.)	CONSENT ORDER
)	
)	Case No. S-03-089
)	
_____)	

CONSENT ORDER

WHEREAS, Bear, Stearns & Co. Inc. ("Bear Stearns" or the "Firm") is a broker-dealer registered in the State of Washington; and

WHEREAS, coordinated investigations into Bear Stearns' activities in connection with certain conflicts of interest that research analysts were subject to during the period of July 1, 1999 through June 30, 2001 have been conducted by a multi-state task force and a joint task force of the U.S. Securities and Exchange Commission, the New York Stock Exchange, and the National Association of Securities Dealers (collectively, the "regulators"); and

WHEREAS, Bear Stearns has cooperated with regulators conducting the investigations by responding to inquiries, providing documentary evidence and other materials, and providing regulators with access to facts relating to the investigations; and

WHEREAS, Bear Stearns has advised regulators of its agreement to resolve the investigations relating to its research practices; and

WHEREAS, Bear Stearns agrees to implement certain changes with respect to its research and banking practices, and to make certain payments; and

WHEREAS, Bear Stearns elects to permanently waive any right to a hearing and appeal under RCW 21.20.440 and Chapter 34.05 RCW with respect to this Consent Order (the "Order");

NOW, THEREFORE, the Securities Division of the Washington State Department of Financial Institutions (the "Washington State Securities Division"), as administrator of the Securities Act of Washington, Revised Code of Washington, Ch. 21.20, et. seq., hereby enters this Order:

I. JURISDICTION/CONSENT

Bear Stearns admits the jurisdiction of the Washington State Securities Division, neither admits nor denies the Findings of Fact and Conclusions of Law contained in this Order, and consents to the entry of this Order by the Washington State Securities Division.

II. FINDINGS OF FACT

A. Background and Jurisdiction

1. Bear Stearns, a Delaware corporation with its principal place of business in New York, New York, is a subsidiary of The Bear Stearns Companies, Inc. Bear Stearns provides equity research, sales, and trading services; merger and acquisition advisory services; venture capital services; and underwriting services on a global basis.
2. Bear Stearns is registered with the Securities and Exchange Commission ("Commission"), is a member of the New York Stock Exchange, Inc. ("Exchange") and the NASD Inc. ("NASD") and is licensed to conduct securities business on a nationwide basis.
3. Bear Stearns is currently registered with the Washington State Securities Division as a broker-dealer, and was so registered at all times during the relevant period.
4. This action concerns the time period of July 1, 1999 to June 30, 2001 (the "relevant period"). During that time, Bear Stearns engaged in both research and investment banking ("IB") activities.

B. Overview

1. During the relevant period, the Firm sought and did IB business with many companies covered by its research. Research analysts were encouraged to participate in IB activities, and that was a factor considered in the analysts' compensation system. In addition, the decision to initiate and maintain research coverage of certain companies was in some cases coordinated with the IB Department and influenced by IB interests.
2. As a result of the foregoing, certain research analysts at the Firm were subjected to IB influences and conflicts of interest between supporting the IB business at the Firm and publishing objective research.

- 1 3. The Firm had knowledge of these IB influences and conflicts of interest yet failed
2 to establish and maintain adequate policies, systems and procedures that were
3 reasonably designed to detect and prevent the influences and manage the
4 conflicts.

5 **C. Research Analyst Participation in Investment Banking Activities**

- 6 1. Research analysts were responsible for providing analyses of the financial outlook
7 of particular companies in the context of the business sectors in which those
8 companies operated and the securities market as a whole.
- 9 2. Research analysts evaluated companies by, among other things, examining
10 financial information contained in public filings, questioning company
11 management, investigating customer and supplier relationships, evaluating
12 companies' business plans and the products or services offered, building financial
13 models and analyzing competitive trends.
- 14 3. After synthesizing and analyzing this information, analysts produced research in
15 the form of full reports and more abbreviated formats that typically contained a
16 recommendation, a price target, and a summary and analysis of the factors relied
17 upon by the analyst.
- 18 4. The Firm distributed its analysts' research internally to various departments at the
19 Firm and externally to the Firm's retail and institutional investing clients. In
20 addition, the Firm sold some of its research directly to non-clients, disseminated it
21 through distribution agreements with other broker dealers, made it available to
22 third party subscription services such as First Call, and offered it for sale via
23 market websites such as MultexInvestor.
- 24 5. In addition to performing research functions, certain research analysts participated
25 or assisted in IB activities. These IB activities included identifying companies as
26 prospects for IB services, participating in "pitches"¹ of IB services to companies,
 attending "road shows"² associated with underwriting transactions, and speaking
 to investors to generate interest in underwriting transactions.

¹ A "pitch" is a presentation made by bankers and research analysts to a potential IB client in order to obtain the mandate for an upcoming IB transaction. In competing for an IB mandate, the Firm typically sent bankers and the analyst to meet with company management to persuade the company to select the Firm as one of the investment bankers in a contemplated transaction. At these "pitch" meetings Firm bankers would present their level of expertise in the company's sector and discuss their previous experience with other such companies, as well as their view of the company's merits and likelihood of success.

² A "road show" is a series of presentations made to potential investors in conjunction with the marketing of an upcoming underwriting.

- 1 6. In preparation for each “pitch” the bankers, with the analyst’s input, prepared a
2 “pitch book” which was distributed at the meeting and contained a summary of
3 the Firm’s presentation.
- 4 7. The pitch books, in some instances, identified the covering analyst by name,
5 provided information about that analyst’s background and reputation, sometimes
6 characterizing the analyst as the “ax” in his or her coverage sector, and
7 highlighted the success of Bear Stearns’ underwritten IPOs covered by the analyst.
8 The pitch books also highlighted such factors as the number of lead and co-
9 managed IPOs that the Firm currently had under research coverage. This
10 information was intended to convey to the issuer that such treatment would be
11 accorded to it if Bear Stearns received the mandate for the IB transaction.
- 12 8. The analyst’s reputation played a role in pitching the Firm’s IB services to
13 potential clients. Issuers often chose an investment bank because of the
14 reputation of the analyst that would cover the company’s stock.
- 15 9. The pitch to an issuer by the research analyst contributed to Bear Stearns’ ability
16 to win investment banking deals and receive investment banking fees from that
17 and subsequent investment banking relationships.
- 18 10. The investment banking division at Bear Stearns advised corporate clients and
19 helped them execute various financial transactions, including the issuance of
20 stock and other securities. Bear Stearns frequently served as the lead or as a co-
21 lead underwriter in initial public offerings (“IPOs”) -- the first public issuance of
22 stock of a company that has not previously been publicly traded -- and follow-on
23 offering of securities.
- 24 11. During the relevant period, investment banking was an important source of
25 revenues and profits for Bear Stearns. In 2000, investment banking generated
26 more than \$965 million in net revenues, or approximately eighteen percent of
27 Bear Stearns’ total net revenues.
- 28 12. The IB activities in which analysts participated also included participating in
29 commitment committee³ and due diligence activities in connection with
30 underwriting transactions and from time to time assisting the IB Department in
31 providing merger and acquisition (“M&A”) and other advisory services to
32 companies.
- 33 13. The Firm encouraged research analysts to support the IB and other businesses of
34 the Firm. With regard to IB, research analysts were encouraged to work in
35 partnership with the IB Department by participating in the foregoing IB activities,
36 and the level of certain research analysts’ participation in these IB activities was
37 sometimes significant.

³ The “commitment committee” was responsible for, among other things, evaluating and determining the Firm’s participation in IPOs and other IB transactions.

1 a. On September 23, 1999, the Head of Research provided research analysts
2 with guidelines to follow in drafting their business plans. The guidelines
3 stated they were “designed to help [the research analysts] focus on
4 executing and delivering [their] goals, improving [their] overall
5 contribution to the firm and enhancing [their] relationships with [their]
6 partners throughout the firm.” These guidelines requested the research
7 analysts to describe their contributions to nine separate areas of the Firm’s
8 business. With respect to the area identified as “Banking,” the guidelines
9 stated: “After your business plan meeting with your bankers please discuss
any ideas you have generated for deal origination and timing of coverage
for existing or proposed corporate relationships. Include or attach to your
business plan a list of stocks you and your corporate finance team have
agreed upon as priorities. Include plans to help market transactions or to
introduce M&A activity. Discuss any plans to drop coverage where there
is no longer a strategic fit.”

10 b. In her 1997/1998 business plan, an analyst stated, “If I were any more
11 aggressive in the banking area, my office would be on the third floor
[location of IB offices of the Firm].”

12 14. In connection with their participation in IB activities, certain research analysts and
13 investment bankers ("bankers") communicated, in various frequency and extent,
14 through meetings and via telephone and electronic mail ("e-mail").

15 15. The IB department at the Firm was organized into industry groups that
16 corresponded to certain research sectors. Research analysts were aware that, in
17 certain circumstances, their positive and continued coverage of particular
18 companies was an important factor for the generation of investment banking
business. Thus, some research analysts and bankers coordinated the initiation and
maintenance of research coverage, based upon, among other things, investment
banking considerations.

19 a. On February 9, 2000, two bankers and an analyst submitted a joint
20 business plan to the co-heads of the IB technology group. The stated
21 purpose of the memorandum was to "describe a strategy for investment
22 banking and research coverage and coordination of companies which
23 provide Internet enabling technologies. The near-term goal is to establish
an organized and prioritized calling effort with an emphasis on cultivating
fewer and deeper, lead managed relationships." [Emphasis in original.]

24 **D. Participation in Investment Banking Activities was a Factor in Evaluating and**
25 **Compensating Research Analysts**

26 1. The compensation system at the Firm provided an incentive for research analysts
to contribute to all areas of the Firm’s business, including participating in IB

activities and assisting in generating IB business for the Firm. Research analysts' participation in IB activities was one of several factors considered in determining their compensation. Notes of staff meetings reflect the following statements by the Head of Research to analysts:

a. "I'd like to remind everyone how you get paid at Bear Stearns. It is based on your contribution to your team and your contribution to the firm . . . Notice that being a partner with banking is part of the analyst job description. You are not compared or matrixed or in any way paid on a formula. Working on transactions is not incremental to your compensation, it is an expected part of it."

b. "I need to remind you that investment banking revenues are not incremental to your bonus. Being a partner to banking is part of your job. You are paid on performance and based on your contribution to the firm."

2. The performance of research analysts was evaluated through an annual review process. Where not set by contract, the research analyst's salary and annual bonus were also determined through this process.

3. Information on the analyst's job performance was gathered through annual self-evaluations, analyst's business plans, surveys of management, and trading and institutional sales department personnel, e-mail and oral feedback from employees in the IB and other departments at the Firm, and the Firm's institutional clients.

4. The research analysts' annual business plans contained, among other things, their contributions to various areas of the Firm, including IB, for the past year, and their plans for improving their contribution to these areas of the Firm, including IB, in the coming year.

5. In their self-evaluations, which were used to communicate their accomplishments to and petition management for increased compensation analysts discussed such areas as their rankings in independent research polls, the scope of their research coverage, their participation in industry conferences, and the Firm's Autex rankings in stocks they covered. Certain research analysts provided extensive information regarding their assistance to IB, including accomplishments, goals, and participation in lead- and co-managed underwritings, and sometimes also including the revenues to the Firm associated with the IB transactions on which the analyst worked. In addition, analysts were occasionally requested to inform research management of fees generated by the IB transactions on which they worked.

a. In an October 24, 2000 e-mail to the Head of Research, a senior analyst summarized his 9 key accomplishments during fiscal year 2000. The first and largest point, which dealt with his contributions to IB, stated as follows: "*Corporate finance: generated over \$23 million in fees to the firm in nine separate transactions: *Storage networking: identified a new financial opportunity for the firm, which resulted in six transactions... I

1 should be designated as a finder for Ancor [Ancor Communications], JNI
2 [JNI Corp.] and Vixel [Vixel Corp.]. *iAppliances: identified a new
3 industry category ...which was a source of two IPOs... *Agilent [Agilent
4 Technologies]: I should be designated as a finder -- or at least a save for
5 Agilent. BS pitched the business and lost. I went in and re-won the
6 business, generated fees of around \$2.5 million to the firm." The e-mail to
7 the Head of Research included a spreadsheet listing the IB transactions on
8 which he had worked and the associated revenues to the Firm. The Head
9 of Research praised the format of the summary and suggested she might
10 have all research analysts submit theirs in the same form.

11 b. In a June 21, 2001 e-mail from a member of the research management
12 staff, the research analysts were requested to submit information regarding
13 all banking transactions that had closed or that were pending in their
14 sectors during the prior 6 month period.

15 6. Certain research analysts perceived that the amount of their bonus would be
16 influenced by their contribution to and impact on the firm's IB business, and the
17 fees generated by IB transactions on which they worked.

18 7. Research analysts were encouraged to support and assist all areas of the Firm and
19 to participate in IB activities and activities that enhanced the reputation of the
20 Firm's IB business. Based upon statements by research management indicating
21 that partnership with banking was part of their job as research analysts, the
22 inclusion of a "Banking" section in their annual business plans, information
23 regarding IB transactions in their self-evaluations, and requests from research
24 management for specific information regarding IB transactions in their coverage
25 sectors, certain research analysts believed that the revenues generated by their
26 participation in IB activities was an important factor in their evaluations and
compensation. Accordingly, some research analysts were encouraged to
participate in IB activities, increase IB revenues, and enhance the reputation of the
Firm, including its IB business.

8. Research Analysts' salaries and bonuses were determined by a multiple factor-
based approach. Among other things, analysts were judged for compensation
purposes based on the performance of their stock picks, their impact on the buy-
side accounts as measured by votes, the Firm's market share in trading volume in
the stocks they covered, their participation in IB activities, and the fees and
secondary trading commissions generated from those activities were considered.

23 **E. Investment Banking Interests Influenced the Firm's Decisions to Initiate and** 24 **Maintain Research Coverage**

25 1. In general, the Firm determined whether to initiate and maintain research
26 coverage based upon institutional investors' interest in the company, and the
company's importance to the sector or IB considerations, such as attracting

companies to the Firm to generate IB business or maintaining a positive relationship with existing IB clients.

2. The nature and duration of research coverage were important criteria for a company's choice of a broker dealer for IB services. The pitch books typically contained information stating, among other things, that: "an important element to successfully executing an IPO is having an assurance that the Firm will provide research coverage to the IPO candidate in the offering and in the aftermarket."
3. The Firm generally initiated coverage on companies that engaged the Firm in an IB transaction. In pitching for IB business, the Firm sometimes represented to the company the frequency with which reports would be issued.
4. The Firm's ratings system, which was intended to reflect the long-term prospects of a rated stock, allowed research analysts to assign one of five ratings to a stock: (1) "Buy" - Expected to outperform the local market by 20% in the next 12 months. Strong conviction and typically accompanied by an identifiable catalyst; (2) "Attractive" - Expected to outperform the local market by 10% or more, it is usually more difficult to identify the catalyst; (3) "Neutral" - Expected to perform in line with the local market; (4) "Unattractive" - Expected to underperform the local market; and (5) "Sell" - Avoid the stock.
5. During the relevant period, there was a sharp downturn in the stock market and stocks in certain sectors performed poorly. During this period, the Firm did not issue ratings of "Unattractive" or "Sell" in connection with any covered companies in these sectors.
6. Research management communicated with IB management to ensure that research opportunities were appropriately aligned with identified IB opportunities.
7. The Stock Selection Committee was ultimately responsible for making the determination to initiate coverage of a given company. The Head of Research was ultimately responsible for making the determination to maintain research coverage. Nonetheless, IB considerations sometimes influenced the decision to initiate and maintain coverage.
8. Some research analysts and bankers actively coordinated the initiation and maintenance of research coverage based upon, among other things, IB considerations. This coordination consisted of meetings and communications by telephone and e-mail.
9. In some circumstances, research coverage was initiated based on IB considerations.
 - a. In an April 19, 2000 e-mail from a member of his staff, the head of the IB Technology Group communicated the following to the Heads of Research and IB as well as numerous analysts and bankers: "[Analyst A] and [Analyst B] agree that [Analyst B] will be the analyst covering CacheFlo

1 [Cacheflow]. [Banker] and [Analyst B] will discuss with CacheFlo what
2 the planned timing of their offering will be so as to insure that if we
3 initiate coverage in advance of the transaction we will not be prohibited
4 from being an underwriter. [Analyst B] and [Banker] will also stress to
5 the company that if we initiate coverage we expect our position in the
6 company's future financing and strategy actions to be materially
7 improved."

- 8
- 9 10. Given that research analysts participated in determining in which IB transactions
10 in their sectors the Firm would participate, if the Firm determined to participate in
11 an equity offering for a company, it was expected the company would qualify for
12 an initial "Buy" rating.
- 13 11. An analyst who anticipated initiating coverage of such a company with less than a
14 "Buy" rating informed IB in advance as follows.
- 15 a. In a February 8, 2000 e-mail to bankers and the Head of Research, this
16 analyst stated: "Just wanted to be sure that everyone knows that we will
17 be using an Attractive rating on go.com. If anyone has any comments or
18 issues, please let me know."
- 19 b. In a March 17, 2000 e-mail to research analysts, an associate analyst
20 stated: "I talked to [the liaison between research and IB] and we have the
21 go ahead to initiate on IPET [Pets.com] with an Attractive rating.
22 According to [the liaison] we should explain somewhere in the text, why
23 our opinion about the company's prospects have changed from the time
24 we initiated coverage."⁴
- 25 c. In his annual evaluation, this analyst was criticized as follows: "Has been
26 working poorly w/bankers - in changing opinions after the firm has
committed to co. mgmts". The analyst testified that he believed the
statement related to his communicating his opinions regarding companies
to bankers in a timely manner, and that if his opinion regarding a company
changed from a more positive opinion to a more negative opinion about a
company after a banker had already made some sort of commitment to a
company, it made life difficult for the banker and was not ideal from his
standpoint. He went on to testify that, particularly in his highly volatile
sector, companies often changed a lot between the time of the first
organizational meeting and the date of the IPO.
12. In some circumstances, the determination to maintain research was influenced by
IB considerations.
- a. Due to IB influences a supervisory analyst perceived and communicated to
others that IB approval was required before coverage could be dropped.

⁴ In fact, Bear Stearns had not yet initiated coverage on IPET at the time this e-mail was sent.

1 In response to an inquiry by an associate analyst regarding dropping
2 coverage of 2 companies, a supervisory analyst stated in an April 19, 2002
3 e-mail: "[The Head of Research] says before dropping coverage, you need
4 to get permission from both: 1. the market makers on the trading desk, 2.
5 the bankers."

- 6
- 7 b. In an April 3, 2000 e-mail to the Heads of Research and IB as well as
8 numerous members of both departments, a banker discussed a company's
9 decision to exclude the Firm from a follow-on offering. He stated: "I
10 expressed significant disappointment with the fact that they neglected to
11 discuss this issue with us prior to this time and that they left us no choice
12 but to drop research coverage and trading, since they obviously did not
13 value our support to date. [Analyst] - As we discussed, feel free to drop at
14 any time. I told the CFO that you would likely put out a note, but did not
15 know when." In a follow-up e-mail the Head of Research stated that she
16 agreed with the decision to drop coverage. The analyst ultimately
17 determined not to drop coverage.

18
19 **F. Research Analysts Were Visible on Stocks to Generate Investment Banking
20 Business**

- 21
- 22 1. Issuers also considered investment banks' aftermarket trading support as a factor
23 in selecting an investment bank. The Firm's trading volume and trading rank were
24 factors it promoted to IB clients in pitch presentations.
- 25
- 26 2. The Firm distributed to sales and trading personnel and research analysts the
"Trading Focus List," which contained stocks of companies from which the Firm
was seeking or with which the Firm had IB business.
3. A research analyst actively marketed companies on the Trading Focus List in
order to obtain IB business.
- a. In a December 10, 1999 e-mail, an analyst wrote the following to Equity
Trading copied to the Heads of Research and IB: "Subject: Pls make the
trading of Packeteer a top priority. I spent two days with Packeteer
('PKTR') management this week visiting investors. Management are
extremely happy with our research coverage and banking services. But
they have repeatedly indicated to me that our trading stat. is not
satisfactory...CEO hinted to me many times that we have a chance for the
books for the secondary if we improve the trading...They are likely to do a
secondary in Q1 - mostly likely late January/early February; could be as
much as \$200 MM deal. Please help us in improving our trading
immediately. We will do whatever it takes from the research side."
- b. In a September 14, 2000 e-mail to Equity Trading the same analyst wrote
the following regarding banking client SonicWall ("SNWL"): "We need

1 help in boosting our trading stat for SNWL. Both management and their
2 VC called me yesterday complaining about our trading - #2 in August and
3 #3 so far in September. More importantly, they argued that we are not
4 supporting the stock when it is weak...I made a positive call on Monday
5 but am not getting much support. Pls help us here since this important
6 technology client indicated to me that if we do not improve, it will hurt
7 our banking relationship with the company."

8 c. In a March 8, 2001 e-mail the same analyst again wrote to Equity Trading
9 regarding two IB clients he covered: "Subject: MUSE [Micromuse] and
10 ISSX [Internet Security Systems] autex - both on focus list. On MUSE -
11 we dropped from #3 or 4 in 2000 to #10 in Feb and March to date. I just
12 called the trader to see what we can do. I have been extremely active on
13 the name- took management to Boston, Denver, Minneapolis and KC in
14 February alone. Do not quite understand. Pls follow up. ISSX - we
15 dropped from #2 or #3...to #11 in March. I am very active on ISSX also.
16 Thanks for your help on this." Equity Trading responded: "What do you
17 want me to do? Get some orders on the stock yourself. Generate some
18 order flow!!" The analyst replied: "I am trying...but are the traders on
19 these two stocks good?"

20 4. In order to raise or maintain the Firm's visibility on stocks with which the Firm
21 wanted to do IB business, certain research analysts nominated companies to
22 participate at Firm sponsored conferences, took company managements on non-
23 deal road shows, hosted field trips for institutional investors to companies'
24 headquarters and arranged other meetings between institutional investor clients
25 and companies.

26 5. Research analysts were visible on stocks of companies with which the Firm
wanted to do IB business in order to generate IB business.

27 **G. Research Analysts Were Subject to Pressure by Covered Companies**

28 1. Certain research analysts communicated regularly with employees of the
29 companies that they covered, including executive and senior management of those
30 companies. These communications occurred through telephone and e-mail
31 exchanges, company-sponsored events, and analyst calls.

32 2. Research analysts were sometimes subject to pressure from companies they
33 covered to issue better ratings and recommendations. Research analysts
34 understood that negative ratings and recommendations could adversely affect the
35 Firm's ability to attract and retain IB business from those companies.

36 a. On November 2, 2000, in his 2000 self-evaluation an analyst wrote in a
section entitled "Areas to Improve: We want our banking clients to know
that our research is objective and independent but always sensitive to their

best interests. There have been instances in my career where certain banking clients felt that our research and public comments weren't sensitive to their interests. This is a very important issue for us and we take it most seriously. We will continue to make every effort to be sensitive to our clients and our banking partners."

3. When research analysts downgraded or issued a negative comment on a banking client, they sometimes received direct feedback from high-ranking company officials.
 - a. In an August 24, 2000 e-mail, a banking client responding to a downgrade of his company wrote: "Your earnings estimates are on track, however, given the downgrade, I sure would have liked to see you give us a lower bar on revenue...[W]hile we affirmed the revenue estimate, they were definitely a stretch. Seems a shame to waste a downgrade by not buying the opportunity for us both to over-perform going forward..."

H. In Certain Instances, the Firm Published Exaggerated or Unwarranted Research

1. On several occasions, the conflicts of interest discussed above resulted in analysts publishing recommendations and/or ratings that were exaggerated or unwarranted, and/or contained opinions for which there was no reasonable basis. The following are examples of how these conflicts affected the research.
 - a. Bear Stearns lead managed the IPO and secondary offerings for SonicWall in November 1999 and March 2000 respectively. An analyst rated the stock a "Buy" from the IPO until April 2002. In January 25, 2001 while they were participating in a SonicWall conference call the analyst stated to his associate: "I am trying to make them look good...on the dso and the growth etc." A few minutes later he added: "we got paid for this...and I am going to Cancun tomorrow b/c of them!"
 - b. Bear Stearns initiated coverage of MUSE with an "Attractive" rating in September 1999, raised the rating to a "Buy" in January 2000 and maintained a "Buy" rating on the stock until July 2002. While listening to a MUSE analyst call on July 18, 2001, an analyst suggested to his associate that he was going to downgrade his rating on the stock to "Attractive". The associate disagreed with the suggestion and the analyst responded that the stock was "dead money!" However, the analyst did not downgrade his rating on the stock, instead issuing research the same day maintaining his "Buy" rating.
 - c. Bear Stearns lead managed the IPO for CAIS Internet, Inc. in May 1999. The analyst rated the stock a "Buy" from the IPO through his last report on the company in November 2000. On January 24, 2001, in response to an e-mail reporting extensive service failures at CAIS the analyst stated:

"Any other scoop on this piece of shit?" A few days later, in response to an institutional client's request for his thoughts on CAIS' 4th quarter, the analyst stated: "It's up a lot year to date...don't overstay your welcome on this one."

- d. Bear Stearns co-managed the IPO and secondary offerings for Digital River in August and December 1998 respectively. The Firm, via three successive analysts, rated the stock a "Buy" from the IPO until April 2002. In an April 1, 2002 e-mail to his IB counterpart an analyst stated: "I have to tell you, I feel a bit compromised today. I have told every client on the phone that they should avoid or short the stock over the last few months. I have been fairly hands-off on DRIV [Digital River, a stock under his coverage], primarily because of the banking prospect that you and [Another Banker] have noted. Today, clearly the stock is down a lot. The artificial Buy rating on the stock, while artificial, still makes me look bad. In the future, I'd like to have more leeway with the ratings, even for companies like Digital River, where we have a relationship on the banking side. I trust it would benefit all of us."

I. The Firm Made A Payment for Research

1. In August 2000, as part of an offering that took place in May 2000, the Firm made a payment of \$102,750 to another broker-dealer in connection with research coverage it provided for Andrx Corp. ("ADRX"), a Bear Stearns' investment banking client in connection with an underwriting transaction for which Bear Stearns was a lead manager.
2. Bear Stearns did not take steps to ensure that this broker-dealer disclosed in its research that it had been paid to issue research on ADRX. Further Bear Stearns did not disclose or cause to be disclosed the details of this payment.

J. Bear Stearns Failed to Adequately Supervise Its Research and Investment Banking Departments

1. While the role of the research analysts was to produce objective research, the Firm also encouraged them to participate in IB activities. As a result of the foregoing, research analysts were subject to IB influences and conflicts of interest between supporting the IB business at the Firm and publishing objective research.
2. The Firm had knowledge of these IB influences and conflicts of interest yet failed to manage them adequately to protect the objectivity of its published research.
3. Bear Stearns failed to establish and maintain adequate policies, systems and procedures reasonably designed to ensure the objectivity of its published research.

1 Although Bear Stearns had some policies governing research analyst activities
2 during the relevant period, these policies were inadequate and did not address the
3 conflicts of interest that existed.

4 **III. CONCLUSIONS OF LAW**

- 5 1. The Washington State Securities Division has jurisdiction over this matter pursuant to the
6 Securities Act of Washington, Revised Code of Washington, Ch. 21.20, et. seq..
- 7 2. The Washington State Securities Division finds the following relief appropriate and in the
8 public interest.
- 9 3. Bear Stearns failed to ensure that analysts who issued research were adequately insulated
10 from pressures and influences from covered companies and investment banking. As a
11 result, Bear Stearns engaged in conduct proscribed by RCW 21.20.110(1)(g).
- 12 4. Bear Stearns failed to reasonably supervise its employees to ensure that its analysts who
13 issued research were adequately insulated from pressures and influences from covered
14 companies and investment banking. Pursuant to RCW 21.20.110(j), such failure
15 constitutes grounds to censure and impose fines upon Bear Stearns.

16 **IV. ORDER**

17 On the basis of the Findings of Fact, Conclusions of Law, and Bear Stearns' consent to the
18 entry of this Order, for the sole purpose of settling this matter, prior to a hearing and without
19 admitting or denying any of the Findings of Fact or Conclusions of Law.

20 IT IS HEREBY ORDERED:

- 21 1. This Order concludes the investigation by the Washington State Securities Division and
22 any other action that the Washington State Securities Division could commence under the
23 Securities Act of Washington, Revised Code of Washington, Ch. 21.20, et. seq. on behalf
24 of the State of Washington as it relates to Bear Stearns, relating to certain research or
25 banking practices at Bear Stearns.
- 26 2. Bear Stearns will CEASE AND DESIST from violating the Securities Act of Washington,
Revised Code of Washington, Ch. 21.20, et. seq. and will comply with the Securities Act
of Washington, Revised Code of Washington, Ch. 21.20, et. seq. in connection with the
research practices referenced in this Order and will comply with the undertakings of
Addendum A, incorporated herein by reference.
3. If payment is not made by Bear Stearns or if Bear Stearns defaults in any of its
obligations set forth in this Order, the Washington State Securities Division may vacate

1 this Order, at its sole discretion, upon 10 days notice to Bear Stearns and without
2 opportunity for administrative hearing.

- 3 4. This Order is not intended by the Washington State Securities Division to subject any
4 Covered Person to any disqualifications under the laws of any state, the District of
5 Columbia or Puerto Rico (collectively, "State"), including, without limitation, any
6 disqualifications from relying upon the State registration exemptions or State safe harbor
7 provisions. "Covered Person" means Bear Stearns, or any of its officers, directors,
8 affiliates, current or former employees, or other persons that would otherwise be
9 disqualified as a result of the Orders (as defined below).
- 10 5. The SEC Final Judgment, the NYSE Stipulation and Consent, the NASD Letter of
11 Acceptance, Waiver and Consent, this Order and the order of any other State in related
12 proceedings against Bear Stearns (collectively, the "Orders") shall not disqualify any
13 Covered Person from any business that they otherwise are qualified, licensed or permitted
14 to perform under applicable law of the State of Washington and any disqualifications
15 from relying upon this state's registration exemptions or safe harbor provisions that arise
16 from the Orders are hereby waived.
- 17 6. For any person or entity not a party to this Order, this Order does not limit or create any
18 private rights or remedies against Bear Stearns including, without limitation, the use of any
19 e-mails or other documents of Bear Stearns or of others regarding research practices or limit
20 or create liability of Bear Stearns or limit or create defenses of Bear Stearns to any claims.
- 21 7. Nothing herein shall preclude the State of Washington, its departments, agencies, boards,
22 commissions, authorities, political subdivisions and corporations, other than the Washington
23 State Securities Division and only to the extent set forth in paragraph 1 above, (collectively,
24 "State Entities") and the officers, agents or employees of State Entities from asserting any
25 claims, causes of action, or applications for compensatory, nominal and/or punitive
26 damages, administrative, civil, criminal, or injunctive relief against Bear Stearns in
connection with certain research and/or banking practices at Bear Stearns.

27 V. MONETARY SANCTIONS

28 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that:

29 As a result of the Findings of Fact and Conclusions of Law contained in this Order, Bear
30 Stearns shall pay a total amount of \$80,000,000.00. This total amount shall be paid as
31 specified in the SEC Final Judgment as follows:

32 \$25,000,000 to the states (50 states, plus the District of Columbia and Puerto Rico) (Bear
33 Stearns' offer to the state securities regulators hereinafter shall be called the "state
34 settlement offer"). No later than the date of entry of this Consent Order by the
35 Washington State Securities Division, the Firm shall pay the sum of Four Hundred Fifty
36 Four Thousand One Hundred Forty Nine Dollars (\$454,149) to the Washington State
Securities Division (the "Washington State Payment"), Four Hundred Thirty Seven

1 Thousand Four Hundred Ninety Nine Dollars (\$437,499) of which shall constitute an
2 administrative fine, and Sixteen Thousand Six Hundred Fifty Dollars (\$16,650) of which
3 shall represent reimbursement of the Washington State Securities Division's legal and
4 investigative costs. The Washington State Payment shall be made to the Washington
5 State Treasurer, delivered to Deborah R. Bortner, Securities Administrator, Department
6 of Financial Institutions, PO Box 9033, Olympia, Washington 98507-9033, and,
7 submitted with a cover letter that identifies this matter by caption, order number, and case
8 number and identifying the amount constituting the administrative fine and the amount
9 representing reimbursement of the Washington State Securities Division's legal and
10 investigative costs. The total amount to be paid by the Firm to state securities regulators
11 pursuant to the state settlement offer may be reduced due to the decision of any state
12 securities regulator not to accept the state settlement offer. In the event another state
13 securities regulator determines not to accept the Firm's state settlement offer, the total
14 amount of the Washington State payment shall not be affected, and shall remain at
15 \$454,149;

16 \$25,000,000 as disgorgement of commissions, fees and other monies as specified in the
17 SEC Final Judgment;

18 \$25,000,000, to be used for the procurement of independent research, as described in the
19 SEC Final Judgment;

20 \$5,000,000, to be used for investor education, as described in Addendum A, incorporated
21 by reference herein.

22 Bear Stearns agrees that it shall not seek or accept, directly or indirectly, reimbursement
23 or indemnification, including, but not limited to payment made pursuant to any insurance policy,
24 with regard to all penalty amounts that Bear Stearns shall pay pursuant to this Order or Section II
25 of the SEC Final Judgment, regardless of whether such penalty amounts or any part thereof are
26 added to the Distribution Fund Account referred to in the SEC Final Judgment or otherwise used
for the benefit of investors. Bear Stearns further agrees that it shall not claim, assert, or apply for
a tax deduction or tax credit with regard to any state, federal or local tax for any penalty amounts
that Bear Stearns shall pay pursuant to this Order or Section II of the SEC Final Judgment,
regardless of whether such penalty amounts or any part thereof are added to the Distribution
Fund Account referred to in the SEC Final Judgment or otherwise used for the benefit of
investors. Bear Stearns understands and acknowledges that these provisions are not intended to
imply that the Washington State Securities Division would agree that any other amounts Bear
Stearns shall pay pursuant to the SEC Final Judgment may be reimbursed or indemnified
(whether pursuant to an insurance policy or otherwise) under applicable law or may be the basis
for any tax deduction or tax credit with regard to any state, federal or local tax.

27 VI. GENERAL PROVISIONS

This order and any dispute related thereto shall be construed and enforced in accordance, and governed by, the laws of the State of Washington.

The parties represent, warrant and agree that they have received independent legal advice from their attorneys with respect to the advisability of executing this Order.

ENTERED this 1st day of October, 2003.

Deborah R Barnes

DEBORAH R. BORTNER
Securities Administrator
Washington State Securities Division

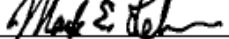
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**CONSENT TO ENTRY OF
ADMINISTRATIVE ORDER BY BEAR, STEARNS & CO. INC.**

1. Bear Stearns hereby acknowledges that it has been served with a copy of this Administrative Order, has read the foregoing Order, is aware of its right to a hearing and appeal in this matter, and has waived the same.
2. Bear Stearns admits the jurisdiction of the Washington State Securities Division, neither admits nor denies the Findings of Fact and Conclusions of Law contained in this Order; and consents to entry of this Order by the Washington State Securities Division as settlement of the issues contained in this Order.
3. Bear Stearns states that no promise of any kind or nature whatsoever was made to it to induce it to enter into this Order and that it has entered into this Order voluntarily.
4. Bear Stearns understands that the Washington State Securities Division may make such public announcement concerning this agreement and the subject matter thereof as the Washington State Securities Division may deem appropriate.

Mark E. Lehman represents that he/she is General Counsel of Bear Stearns and that, as such, has been authorized by Bear Stearns to enter into this Order for and on behalf of Bear Stearns.

Dated this 15th day of September, 2003.
Bear, Stearns & Co. Inc.

By: 

Title: Senior Managing Director and General Counsel

SUBSCRIBED AND SWORN TO before me this 15th day of September, 2003.


Notary Public

My Commission expires: 6/15/07

PATRICK B. MALONEY
Notary Public, State of New York
No. 02MA5011777
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires: 6/15/07